

# Articles of Incorporation of Oriental Union Chemical Corporation (the “Company”)

As last amended on May 19, 2025

## Chapter 1

### General Provisions

- Article 1            The Company is duly incorporated under the provisions of the Company Act of the Republic of China, and shall be called: Oriental Union Chemical Corporation
- Article 2            The Company's businesses are as follows :
- 1) C801010    Basic Chemicals
  - 2) C801020    Petrochemical raw material manufacturing
  - 3) C801060    Synthetic rubber manufacturing
  - 4) C801100    Synthetic resin and plastic manufacturing
  - 5) C802060    Animal-use drug manufacturing
  - 6) CB01010    Mechanical equipment manufacturing
  - 7) F107070    Wholesale of animal-use drug
  - 8) F107200    Wholesale of chemical material
  - 9) F100310    Wholesale of machinery
  - 10) F401010    International trade
  - 11) I103060    Management counselling
  - 12) I501010    Product design
  - 13) IC01010    Drug examining
  - 14) JE01010    Rental & leasing
  - 15) C802041    Medicine manufacturing
  - 16) C114010    Food additive manufacturing
  - 17) ZZ99999    Except where permits are required, to run operations not forbidden or limited by laws and regulations
- Article 3            The Company may provide guarantees for third parties in accordance with the Company bylaw of “Procedures for Endorsements and Guarantees”.
- Article 4            Where the Company invests in other companies and becomes a shareholder with limited liability; its total investment may exceed 40% of its paid-up capital regardless of the stipulated Article 13 of the Company Act, only subject to

approval of the Board of Directors.

Article 5 The Company is incorporated in Taipei, the Republic of China; the Board of Directors may by resolution approve the establishment of domestic and international branches where it deems necessary.

## **Chapter 2 Share Capital**

Article 6 The Company's total capital shall be Ten Billion New Taiwan Dollar (NT\$10,000,000,000) divided into 1,000,000,000 shares of NT\$10 each. The Board of Directors is authorized to issue separately the un-issued shares.

Out of the above total capital amount, One Hundred Million New Taiwan Dollar (NT\$100,000,000) shall be divided into 10,000,000 shares of NT\$10 each, to be issued as warrants for employees to subscribe.

Article 7 Shares issued by the Company are not required to be evidenced by share certificates, provided that they shall be recorded at Securities Central Depository Enterprises.  
The Company can issue special stock.  
In the event of the Company merging with another company, matters relating to the merger need not be approved by way of a resolution of the special shareholders meeting.

Article 8 Matters relating to the Company's shares shall be dealt with according to the provisions of "Regulations Governing Handling of Stock Affairs by Public Companies" and the relevant laws and regulations.

Article 9 Registration for share transfer shall be closed within 60 days prior to the General Shareholders' Meeting, or within 30 days prior to Extraordinary Shareholders' Meeting or within 5 days prior to the record date on which the Company distributes the dividends or bonuses.

## **Chapter 3 Shareholders' Meeting**

Article 10 The Shareholders' Meetings shall be General or Extraordinary Shareholders' Meetings:

- 1) The General Shareholders' Meeting shall be held once a year within 6 months of the end of the Company's fiscal year.
- 2) Extraordinary Shareholders' Meeting shall be convened pursuant to the relevant laws or regulations.

Article 11           The convening of the General Shareholders' Meeting shall be notified 30 days before, and 15 days before the Extraordinary Shareholders' Meeting, to all the shareholders, and announced in accordance with the law. The said notification shall specify the date, place and reasons for calling the shareholders' meeting.

When the shareholders' meeting is held, it may be held by video conference or other methods announced by the central competent authority.

Article 12           Unless otherwise stipulated by the Company Act, a quorum shall be present at the shareholders' meeting with shareholders representing more than half of the shares issued by the Company and resolutions at the said assembly shall be passed if approved by more than half of the shareholders in attendance.

Article 13           Shareholders may by way of power of attorney appoint proxies to attend the said shareholders' meeting. Except for trust enterprises or share registration agencies approved by the securities management authorities, when one shareholder is entrusted by two or more shareholders, the voting right represented by the said shareholder shall not exceed 3% of the voting rights of total shares issued. Where it has so exceeded, the voting right in excess shall not be included.

Unless otherwise stipulated by the Company Act, attendance of shareholder's proxies shall be in accordance with the provisions of "Regulation Governing the Use of Proxies for Attendance of Shareholders' Meeting of Public Companies".

Article 14           Unless otherwise stipulated by the Company Act and the Articles of Incorporation, shareholders' meeting shall be conducted in accordance with the Company's regulations for shareholders' meeting.

Article 15           Minutes and resolutions of shareholders' meeting shall be recorded and signed by or affixed with the seal of the chairman of the meeting. The said minutes and resolutions shall be kept, together with the register of shareholders' attendance and the proxies' powers of attorney, in compliance with the law.

**Chapter 4 Board of Directors**

Article 16 The Company shall have 9 to 15 Directors, who are elected and appointed by the people with legal capacity at the shareholders' meeting. The total number of the Company's registered shares held by all the Directors shall be determined according to the provisions of "Rules and Review Procedures for Director and Supervisor Ownership Ratios at Public Companies".

Three to five Independent Directors shall be elected from the list of people with legal capacity.

Directors shall be elected by adopting the candidate nomination system in accordance with Article 192-1 of Company Act. The shareholders shall elect from the nominees listed in the roster of candidates. The election of Independent, Non-Independent Directors should be held together, yet with the elected calculated separately.

Article 16-1 The Audit Committee, which is composed of all the Independent Directors, is installed in accordance with Article 14-4 of the Securities and Exchange Act, in charge of the execution of the Company Act, Securities and Exchange Act, and other stipulated functions of Supervisors.

The members of the Audit Committee, its functions and other mandates shall follow the relevant laws and regulations or corporate rules. The organizational regulations will be enacted by the Board of Directors.

Article 17 The appointments of Directors are for a period of 3 years. They may be reappointed following their re-election.

Article 18 Functions of the Board of Directors are as follows:

- 1) The business guideline establishment
- 2) Inspection of the important rules and stipulations
- 3) Appointment and discharge of the managers
- 4) Establishment and removal of the branch institute
- 5) Inspection of the budget and financial statement
- 6) Proposal submission to the Shareholders' Meeting regarding the change in Articles of Incorporation, capital and the dismissal or merger of the company
- 7) Proposal for submission to the Shareholders' Meeting regarding bonus

allocation or rectification to the deficit

- 8) Inspection of the major procurement of sales agreement besides budget and business plan
- 9) Inspection of transactions in transference, sale, concession, mortgage, pledge, rental & leasing or other major disposal of assets, including real estate. Product trading under the approved budget and business plan, which in compliance with Article 185 of the Company Act, is not restricted.
- 10) Inspection of loaning or other capital raising activity
- 11) Inspection of reinvestment plan
- 12) Authorization of obtaining or bestowing relevant patent, technical data & knowledge, or trademark
- 13) Decision on the company's stock dividend policy
- 14) Other important issues

The preceding item 8 to item 11 may be approved by the Board of Directors with the authorized amount, if needed, and shall be proceeded by the department responsible.

- Article 19                      Directors are required to select the Chairman among themselves pursuant to Article 208 of Company Act, and the same manner shall apply to the Vice Chairman.
- Article 20                      Chairman is entitled to representing the Company
- Article 21                      With the bestowed power, Chairman is fully in charge of all the important issues of the Company, and such power can only be restricted by relevant rules & stipulations, the resolutions of Shareholders' Meeting and Board of Directors' Meeting.
- Article 22                      Except for the first Directors' Meeting of each term, which will be called by the Director who received a ballot representing the largest number of votes at the election, rest of the following Board of Directors' Meetings will be convened and presided by Chairman. A notification with the date, time and meeting agenda should be issued seven days before the meeting, however, in case of emergency, the meeting may be convened at any time.  
A notice to convene a Board Meeting shall be sent to all Directors via postal mail, email or facsimile.
- Article 23                      The meeting shall be convened and presided by the Chairman of the Board. If

the Chairman of the Board is on leave or unable to exert the rights, the Vice-Chairman shall preside instead, pursuant to Article 208 of Company Act. If the Vice-Chairman is on leave or unable to exert the rights, the Chairman shall designate a Director to preside at the meeting. If no Director is designated, then one Board member shall be chosen from among themselves to preside at the meeting.

Article 24 Unless otherwise stipulated by the Company Act, a quorum shall be present at the Board of Directors if it is attended by more than half of the Directors, and a resolution passed if approved by most of the Directors in attendance.

Article 25 In case a Director appoints another Director to attend the meeting on his/her behalf, he/she shall, at each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting. Each Director is limited to accepting one appointment to act as a proxy for the other Director.

Article 26 Directors shall exert the rights in accordance with the Board resolutions.

Article 27 (Deleted)

Article 28 (Deleted)

## **Chapter 5 Managers**

Article 29 The Company shall have a President, a few Vice Presidents, Assistant Vice Presidents and Managers. Appointment and discharge shall be approved by the Board of Directors with the attendance of more than half of the Directors and the consent of more than half of the Directors present.

Article 30 President as the Chief Operating Officer shall carry out the tasks assigned by Board of Directors' Meeting. If no such tasks, assignments from the Chairman shall be attended and fulfilled. Managers shall fulfill the tasks assigned by their superiors as of Vice Presidents, President, Chairman or Board of Directors.

Article 31 Chairman shall designate the candidate of an additional post which he deems necessary and assign his/her tasks.

Article 31-1 The Company shall purchase the liability insurance for Directors and important staff according to respective business scopes and liabilities pursuant to laws.

## **Chapter 6 Accounting**

Article 32 The Company's fiscal year shall commence on the First of January of each year and end on the Thirty-first of December of the same year. The final accounts are settled at the end of the Company's fiscal year. The Board of Directors shall furnish various documents and statements in accordance with the law and submit them to the General Shareholders' Meeting for approval.

The said documents and statements will be inspected by CPAs, whose designation, discharge, and remuneration shall be approved by the Board of Directors.

Article 33 Should the Company have a profit for the current year, the proportioned 1%-2% of the profit shall be allocated as employees' bonuses, and less than 1% as Directors' remuneration. The bonuses allocation of fundamental employees shall be no less than 30% of total employees. However, if the Company has accumulated losses, the profit shall be prioritized for deficit offset. Employees' bonuses could be in the form of cash or stocks. The actual ratio, amount, form and number of stocks are to be proposed to the Board of Directors, with over two thirds of the Directors in attendance, and passed and approved by most Directors in attendance, prior to reporting to the General Shareholders' Meeting. The same shall be applied to the Directors' remuneration, the ratio and amount will be approved by the Board prior to the General Shareholders' Meeting.

Article 34 Apart from paying all its income taxes in the case where there are profits at the end of the year, the Company shall make up for accumulated losses in past years. Where there is still balance, 10% of the unappropriated earnings from the yearly net income shall be set aside by the Company as legal reserve. In respect to certain business conditions, the Company may retain a portion of the special reserve as required by law coupled with undistributed profits from the previous year and distribute evenly the remainder to the shareholders. When there is a share capital increase, the allocated bonuses of the year for the new shares shall be dealt with according to the resolution of the General Shareholders' Meeting.

The allocation of dividends shall take into consideration the changes in the outlook for the Company's businesses, the lifespan of the various products or services that have an impact on future capital needs and taxation. Dividends shall be distributed at the ratio as set forth in these Articles of Incorporation aimed at maintaining the stability of dividend distributions, improving the financial structure, reinvestments, production expansion or other capital expenditures in which capital is required. The dividends distributed shall be no less than 50% of the balance of net profit after tax and deduction of deficits offset, legal reserve and special reserve, and the cash dividends shall be not less than 10% of the aggregate sum of dividends and bonus distributed in the same year.

## **Chapter 7            Supplementary Provisions**

Article 35            Whichever party the Company is signing the contract with; the terms of the contract shall be based on fair competitiveness and interests of the Company.

Article 36            The internal organization and operational bylaw of the Company shall be determined by the Board of Directors' Meeting.

Article 37            All matters not covered herein shall be undertaken in accordance with the Company Act of the Republic of China and the other relevant law and regulations.

Article 38            These Articles of Incorporation came into effect on November 7, 1975.

First amendment on January 26, 1976

Second amendment on June 25, 1976

Third amendment on September 28, 1978

Fourth amendment on May 19, 1979

Fifth amendment on June 26, 1980

Sixth amendment on July 22, 1982

Seventh amendment on December 6, 1982

Eighth amendment on July 11, 1984

Ninth amendment on May 22, 1985

Tenth amendment on June 25, 1986

Eleventh amendment on March 19, 1987

Twelfth amendment on May 2, 1987  
Thirteenth amendment on May 18, 1988  
Fourteenth amendment on May 11, 1989  
Fifteenth amendment on March 22, 1990  
Sixteenth amendment on May 30, 1991  
Seventeenth amendment on April 17, 1992  
Eighteenth amendment on May 27, 1993  
Nineteenth amendment on May 23, 1994  
Twentieth amendment on April 19, 1995  
Twenty-first amendment on May 8, 1996  
Twenty-second amendment on May 16, 1997  
Twenty-third amendment on May 7, 1998  
Twenty-fourth amendment on April 30, 1999  
Twenty-fifth amendment on March 10, 2000  
Twenty-sixth amendment on May 3, 2001  
Twenty-seventh amendment on May 24, 2002  
Twenty-eighth amendment on May 13, 2004  
Twenty-ninth amendment on May 30, 2006  
Thirtieth amendment on June 3, 2009  
Thirty-first amendment on June 3, 2011  
Thirty-second amendment on June 5, 2012  
Thirty-third amendment on June 6, 2014  
Thirty-fourth amendment on June 7, 2016  
Thirty-fifth amendment on June 8, 2017  
Thirty-sixth amendment on June 8, 2018  
Thirty-seventh amendment on June 16, 2020  
Thirty-eighth amendment on June 9, 2022  
Thirty-ninth amendment on May 19, 2025

The Article of Incorporation herein takes effect after approval by the competent authority. The same applies for any amendments.

\* *In case of any discrepancy between this English translation and the Chinese text of this document, the Chinese text shall prevail.*